

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FEDERAL DEPOSIT INSURANCE
CORPORATION AS RECEIVER FOR
CITIZENS NATIONAL BANK and
RECEIVER FOR STRATEGIC CAPITAL
BANK,

Plaintiff,

v.

BEAR STEARNS ASSET BACKED
SECURITIES I LLC; THE BEAR
STEARNS COMPANIES LLC.; J.P.
MORGAN SECURITIES LLC.; CITICORP
MORTGAGE SECURITIES, INC.;
CITIMORTGAGE, INC.; CITIGROUP
GLOBAL MARKETS INC.; CREDIT
SUISSE FIRST BOSTON MORTGAGE
SECURITIES CORP.; CREDIT SUISSE
MANAGEMENT LLC; CREDIT SUISSE
SECURITIES (USA) LLC; MERRILL
LYNCH MORTGAGE INVESTORS, INC.;
MERRILL LYNCH MORTGAGE
CAPITAL INC.; MERRILL LYNCH,
PIERCE, FENNER & SMITH INC.; ALLY
SECURITIES, LLC; DEUTSCHE BANK
SECURITIES INC.; HSBC SECURITIES
(USA) INC.; RBS SECURITIES INC.; and
UBS SECURITIES LLC,

Defendants.

No. 12 Civ. 4000 (LTS)

**DECLARATION OF KATHRYN E. MATTHEWS IN OPPOSITION TO DEFENDANTS'
MOTION TO DISMISS THE AMENDED COMPLAINT**

I, Kathryn E. Matthews, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney with the law firm Grais & Ellsworth LLP, counsel for plaintiff the Federal Deposit Insurance Corporation as Receiver for Citizens National Bank and Receiver for Strategic Capital Bank (referred to in both capacities as FDIC).
2. I am a member of the Bar of the State of New York and the United States District Court for the Southern District of New York.
3. I make this declaration in support of the FDIC's Memorandum of Law in Opposition to the Defendants' Motion to Dismiss the Amended Complaint.
4. Attached hereto as Exhibit A is a true and correct copy of a decision issued by the court in *Federal Home Loan Bank of Indianapolis v. Banc of America Mortgage Securities, Inc.*, No. 49D05 1010 PL 45071 (Ind. Super. Ct. July 3, 2012).
5. Attached hereto as Exhibit B is a true and correct copy of a decision issued by the court in *Federal Home Loan Bank of Chicago v. Banc of America Funding Corp.*, No. 10 CH 45033 (Ill. Cir. Ct. Sept. 19, 2012).
6. Attached hereto as Exhibit C is a true and correct copy of the Amended Complaint filed in *Federal Deposit Insurance Corp. as Receiver for Colonial Bank v. Chase Mortgage Finance Corp.*, No. 12 Civ. 6166 (LLS) (MHD) (S.D.N.Y. filed Dec. 4, 2012).
7. Attached hereto as Exhibit D are true and correct copies of excerpted portions of the prospectuses or prospectus supplements for the following securitizations, all of which are publicly available on the SEC's website and incorporated by reference in the Amended Complaint: BSABS 2007-AC5; CMALT 2006-A6; CSMC 2006-6; and MANA 2007-F1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 11, 2013 in New York, New York.



Kathryn E. Matthews